# FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Expires: May 31, 2005							
OMB Number:	3235-0076						
Expires:	May 31, 2005						
Estimated average	age burden						
hours per respo	nsa 16.00						

SEC	CUSE OF	NLY
Prefix		Serial
DA	TE RECEIV	ED

Name of Offering ( check if this is an amendment	ent and name has changed, and indicate change.)		
Private Placement to Michael Zilkha and Se	elim K. Zilkha Trust	. ka ili kabang	\$1.5.5. <u>.</u>
Filing Under (Check box(es) that apply): Rul	le 504 Rule 505 Rule 506 Section 4(6)	ULOE	
Type of Filing: New Filing Amendment			
	A. BASIC IDENTIFICATION DATA		DESCO.
1. Enter the information requested about the issue	r	RECEIVE	
Name of Issuer (  check if this is an amendment	and name has changed, and indicate change.)		2003
Syntroleum Corporation		Telephone Number (includi	
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (includi	ng Area Code)
1350 South Boulder, Suite 1100, Tulsa, Ok	lahoma 74119-3295	(918) 592-7900	5 /8/
Address of Principal Business Operations	(Number and Street, City. State, Zip Code)	Telephone Number (Includ	ling/Area Code)
(if different from Executive Offices)	00 f 18 man 19 m		
Brief Description of Business			
		and the same of the	
Developer and licensor of gas-to-liquids te	chnology.		
Type of Business Organization		1 (6.)	
<u> </u>	an automatical	lease specify):	DAACCCE
Dusiness trust	d partnership, to be formed	rii <u>ee riii kaa </u> fi	PROCESSED
	Month Year	. /	/
Actual or Estimated Date of Incorporation or Organization of Incorporation or Organization (Enter	zation: [0][6] [9][9] <b>X</b> Actual [7] Estin two-letter U.S. Postal Service abbreviation for State:	nated	FEB 2 7 2003
	for Canada; FN for other foreign jurisdiction)	DE	•
	,		HOMEON
GENERAL INSTRUCTIONS			FINANCIAL

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securitics and Exchange Commission. 450 Fifth Street, N.W. Washington, D.C 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### - ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

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				BASIC IDE	NTII	FICATION DATA				
2. Enter the information re	queste	ed for the foll	owin	g:						
• Each promoter of the	issue	r, if the issue	r has	been organized wit	hin tl	he past five years,				
Each beneficial owner	havin	g the power to	o vote	e or dispose, or direc	t the v	vote or disposition of	. 10%	or more of	f a class	of equity securities of the issuer.
Each executive officer										
Each general and man			•			g	· · · · · · ·		paraze	comp to control, and
		6 paraner or 1	Juitin							
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	idual)								
Albe, Jr., Alvin R.										
Business or Residence Addre	ss (N	umber and St	reet,	City, State, Zip Code	e)			A . 200		The second of th
1350 South Boulder, Su	ite 1	100, Tulsa,	Okl	lahoma 74119-32	95	Last and the state of the state			ziak N	te de la composition della com
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Full Name (Last name first, if	indivi	idual)				<u></u>				
Sheridan, J. Edward	i sala		Ņ.,		,		ESSENTIAL DESCRIPTION			
Business or Residence Addre	ss (N	umber and St	reet,	City, State, Zip Cod	e)		<u> </u>			and the second s
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Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	idual)								
Bumstead, Frank M.								184:1:		ur Courte rom Williams (2011)
Business or Residence Addre	ss (N	umber and St	reet,	City, State, Zip Cod	e)	<ul> <li>A. 107 (1.3 Code) (1000 (1000 (1000))</li> </ul>	4200 M CA C C A	25 ,10 - 3 - 2 - 3 2 2 1	A. Magazara . A	A STATE OF THE STA
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Full Name (Last name first, if	indivi	idual)								
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Full Name (Last name first, if	indivi	idual)				<u> </u>				
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Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	indiv	idual)								
Jacobs, P. Anthony Business or Residence Addre			reet	City, State Zin Cod	e)					
1350 South Boulder, St		2000 CO				• 15381.848	Mat 1	8.200 cm		
-1300 Godin Bounder, 30				cet, or copy and use a		onal copies of this sho	eet, as	necessary)	)	<u> </u>

#### BASIC IDENTIFICATION DATA Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years, • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer **▼** Director General and/or Managing Partner Full Name (Last name first, if individual) Seward, James R. Business or Residence Address (Number and Street, City, State, Zip Code) 1350 South Boulder, Suite 1100, Tulsa, Oklahoma 74119-3295 Check Box(es) that Apply: Promoter Beneficial Owner 🔀 Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Holmes, Jr., John B Business or Residence Address (Number and Street, City, State, Zip Code) 1350 South Boulder, Suite 1100, Tulsa, Oklahoma 74119-3295 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Weick, Larry J. Business or Residence Address (Number and Street, City, State, Zip Code) 1350 South Boulder, Suite 1100, Tulsa, Oklahoma 74119-3295 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Schubert, Paul F. Business or Residence Address (Number and Street, City, State, Zip Code) 1350 South Boulder, Suite 1100, Tulsa, Oklahoma 74119-3295 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Covey, Carla S. Business or Residence Address (Number and Street, City, State, Zip Code) and the state of t 1350 South Boulder, Suite 1100, Tulsa, Oklahoma 74119-3295 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Bigger, Jeffrey M. Business or Residence Address (Number and Street, City, State, Zip Code) 1350 South Boulder, Suite 1100, Tulsa, Oklahoma 74119-3295 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Roberts, Kenneth R. Business or Residence Address (Number and Street, City, State, Zip Code) 1350 South Boulder, Suite 1100, Tulsa, Oklahoma 74119-3295

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

				В	. INFORMA	ATION ABO	OUT OFFE	RING				
I . Has the	issuer sol	d, or does					d investors in 2. if filin		-		Yes	No 🗶
2. What is	the minin	num inves	tment that	will be ac	cepted fror	n any indi	vidual?				<u>S_N/A</u>	
3. Does the	e offering	permit jo	int ownersl	nip of a si	ngle unit?						Yes	No <b>X</b>
If a person or states	sion or sim on to be list, , list the na	ilar remun sted is an a ame of the	ested for ea eration for essociated p broker or d set forth th	solicitation erson or ag ealer. It m	n of purcha gent of a broore than five	sers in consoker or dea re (5) perso	nection with the register ons to be list	h sales of s ed with the ted are asso	ecurities in SEC and/	n the offeri	ng. tate	
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Name of A	ssociated	Broker or	Dealer					Sanga ne d	#F10000.001	i parititi		
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Full Name	(Last nam	e first. if ir	ndividual)									15 X
Business o	r Residenc	e Address	(Number a	ind Street,	City, State	, Zip Code						
Name of A	ssociated	Broker or	Dealer						4 1 1 1 1 4 4 4 \$1841 \$ \$ <u>\$</u>	**************************************	oosiariyya teysii Markariya	
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## OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1 .	. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	<u> </u>	\$ 0
	Equity	\$ 2,900,000.00	S 2,900,000.00:
	Common Preferred		
	Convertible Securities (including warrants)	\$ 100,000.00	S 100,000.00
	Partnership Interests.	<u>50</u>	_ Sobariisatiin
	Other (Specify)	S 0	S (0 )
	Total		_ S:3,000,000.00
	Answer also in Appendix, Column 3. if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is *'none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors.	2	\$ 3,000,000.00
	Non-accredited Investors	0	_ S <u>O</u>
	Total (for filings under Rule 504 only)		_ S
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		S
	Regulation A		S
	Rule 504		S. or olygonous appropriate the
	Total		\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	F	7 \$0
	Printing and Engraving Costs	F	3 0
	Legal Fees. *	<b>_</b>	\$ 50,000.00
	Accounting Fees. *		\$ 5,000.00
	Engineering Fees	_	
	Sales Commissions (specify finders' fees separately)		S 0
	Other Expenses (identify)* Nasdaq fee, state filing fees		S 21,000.00
	Total	-	
		_	_

\* Does not include expenses related to registration of resale of securities.

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
b. Enter the difference between the aggregate offering price given in response to Part CQuestion and total expenses furnished in response to Part CQuestion 4.a. This difference is the "adjusted groproceeds to the issuer."  Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gro	s <u>2,924,00</u> 0	
proceeds to the issuer set forth in response to Part CQuestion 4.b above.	Payments to Officers. Directors, & Affiliates	Payments to Others
Salaries and fees	. [] \$ 0	<u>\$</u>
Purchase of real estate		\$ <u></u>
Purchase, rental or leasing and installation of machinery and equipment		\$\frac{\tilde{0}^{2}}{2} \tilde{0}^{2} \tild
Construction or leasing of plant buildings and facilities	. 🗆 \$ <u>0</u>	s <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	. \[ \s \ 0 \]	_ □ \$ <u>'0</u>
Repayment of indebtedness	. \( \sigma \) s \( \text{0} \)	_
Working capital	. ¬s o	网s 2.924.00(
Other (specify):	s <u></u>	$s \overline{0}$
	- 🔲 s <u>0</u>	s <u>o</u>
Column Totals	. 🗆 s <u>0</u>	IS 2,924,000
Total Payments Listed (column totals added)	[ <b>X</b> S	2,924,000
D. FEDERAL SIGNATURE	A CONTRACTOR OF THE CONTRACTOR	
he issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this not ignature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comme information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of I	nission, upon writte	le 505, the following n request of its staff,
Syntroleum Corporation  Signature  Syntroleum Corporation	Date 2/17/	200}
ame of Signer (Print or Type)  Title of Signer (Print or Type)	- / /	
Kenneth R. Roberts Vice President, Finance, Planning and Ad	dministration and	CFO
**************************************		1.5 AM 1 B 1 WE 2

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)

	E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes No provisions of such rule?  X
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (I 7 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	her has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned thorized person.
	Print or Type)  Signature  Date  2//2/2003
,	Print or Type)  Title (Print or Type)  th R. Roberts  Vice President, Finance, Planning and Administration and CFO

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	3			AP	PPENDIX					
1	Intend	s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		111-111						:		
AK	13135131								-	
AZ								21. 21.		
AR		22109168 B								
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4				APP	ENDIX	•			
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item I)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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TN								. 1. 101 BS	
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